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THE MAGEE LAW FIRM, PLLC

1111 19TH STREET, N.W.

SUITE 1200

WASHINGTON, D.C. 20036

JAMES E. MAGEE
CORINNE J. MAGEE -
JENNIFER A. NEWBERRY

TELEPHONE: (202) 429-0004
TELECOPIER: (202) 429-8743

Of Counsel
KRISTIE STOKES HASSETT

March 14, 2003

4085 CHAIN BRIDGE ROAD
SUITE 501
FAIRFAX, VIRGINIA 22030
TELEPHONE: (703) 385-3318
TELECOPIER: (703) 273-6100

WRITER'S DIRECT DIAL

Federal Communications Commission
c/o Mellon Client Service Center
500 Ross Street, Room 670
Pittsburgh, PA 15262-0001
Attention: FCC Module Supervisor

VIA HAND DELIVERY

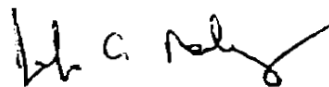
Re: **Joint Application for Streamlined Approval of the**
Transfer of Assets Pursuant to Domestic Section 214 Authority

Dear Sir or Madam:

Enclosed for filing on behalf of Broadwing Telecommunications Inc., Broadwing Communications Services Inc and C III Communications Operations, LLC are an original and an additional copy of the above-referenced Application and accompanying certifications. Also enclosed is a check in the amount of 6860.00 to satisfy the Commission's filing fee and corresponding FCC Forms 159 and 159-C.

Please call me at (202)429-0004 with any questions about the enclosed Application.

Sincerely yours.



Jennifer A. Newberry

Enclosures

8433.1

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING		FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE		Approved by OMB 3060-0589 Page No. <u>1</u> of <u>2</u>	
(1) LOCKBOX #		FCC/MELLON MAR 14 2003		SPECIAL USE FCC USE ONLY	
SECTION A - PAYER INFORMATION					
(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card) The Magee Law Firm, PLLC				(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$860.00	
(4) STREET ADDRESS LINE NO. 1 1111 19th Street, NW					
(5) STREET ADDRESS LINE NO. 2 Suite 1200					
(6) CITY Washington				(7) STATE DC	(8) ZIP CODE 20036
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-429-0004		(10) COUNTRY CODE (if not in U.S.A.)			
FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED					
(11) PAYER (FRN) 0008545501		(12) PAYER (TIN) 33-1029335			
IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)					
(13) APPLICANT NAME Broadwing Telecommunications Inc.					
(14) STREET ADDRESS LINE NO. 1 1122 Capital of Texas Highway South					
(15) STREET ADDRESS LINE NO. 2					
(16) CITY Austin				(17) STATE TX	(18) ZIP CODE 78746-6426
(19) DAYTIME TELEPHONE NUMBER (include area code) 512-231-5100		(20) COUNTRY CODE (if not in U.S.A.)			
FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED					
(21) APPLICANT (FRN) 0003729340		(22) APPLICANT (TIN) 72-1122018			
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(23A) CALL SIGN/OTHER ID		(24A) PAYMENT TYPE CODE CUT		(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$860.00		(27A) TOTAL FEE \$860.00		FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2			
(23B) CALL ID		(24B) PAYMENT TYPE CODE		(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)		(27B) TOTAL FEE		FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2			
SECTION D - CERTIFICATION					
(30) CERTIFICATION STATEMENT I, Jennifer A. Newberry , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE <u><i>Jennifer A. Newberry</i></u> DATE <u>3/14/03</u>					
SECTION E - CREDIT CARD PAYMENT INFORMATION					
(31) <input type="checkbox"/> MASTERCARD		MASTERCARD/VISA ACCOUNT NUMBER		EXPIRATION DATE	
<input type="checkbox"/> VISA		I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization herein described. SIGNATURE _____ DATE _____			

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2000 (REVISED)

REMITTANCE ADVICE (Continuation Sheet)

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB

3060-0589

Page No 2 of 3

SPECIAL USE

FCC USE ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT

SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME

Broadwing Communications Services Inc.

(14) STREET ADDRESS LINE NO. 1

1122 Capital of Texas Highway South

(15) STREET ADDRESS LINE NO. 2

(16) CITY

Austin

(17) STATE
TX

(18) ZIP CODE
78746-6426

(19) DAYTIME TELEPHONE NUMBER (include area code)

512-231-5100

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN)

0003729332

(22) APPLICANT (TIN)

72-2724593

IF MORE BOXES ARE NEEDED, USE ADDITIONAL FCC 159-C CONTINUATION SHEETS TO LIST EACH SERVICE

SECTION CC - PAYMENT INFORMATION

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE

(25A) QUANTITY

(26A) FEE DUE FOR (PTC)

(27A) TOTAL FEE

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

(23C) CALL SIGN/OTHER ID

(24C) PAYMENT TYPE CODE

(25C) QUANTITY

(26C) FEE DUE FOR (PTC)

(27C) TOTAL FEE

FCC USE ONLY

(28C) FCC CODE 1

(29C) FCC CODE 2

(23D) CALL SIGN/OTHER ID

(24D) PAYMENT TYPE CODE

(25D) QUANTITY

(26D) FEE DUE FOR (PTC)

(27D) TOTAL FEE

FCC USE ONLY

(28D) FCC CODE 1

(29D) FCC CODE 2

(23E) CALL SIGN/OTHER ID

(24E) PAYMENT TYPE CODE

(25E) QUANTITY

(26E) FEE DUE FOR (PTC)

(27E) TOTAL FEE

FCC USE ONLY

(28E) FCC CODE 1

(29E) FCC CODE 2

(23F) CALL SIGN/OTHER ID

(24F) PAYMENT TYPE CODE

(25F) QUANTITY

(26F) FEE DUE FOR (PTC)

(27F) TOTAL FEE

FCC USE ONLY

(28F) FCC CODE 1

(29F) FCC CODE 2

FCC FORM 159-C

FEBRUARY 2000 (REVISED)

REMITTANCE ADVICE (Continuation Sheet)

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB

3060-0589

Page No 3 of 3

SPECIAL USE

FCC USE ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT

SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME

C III Communications Operations. LLC

(14) STREET ADDRESS LINE NO 1

701 Pennsylvania Avenue, NW

(15) STREET ADDRESS LINE NO 2

Suite 900

(16) CITY

Washington

(17) STATE
DC

(18) ZIP CODE
20004

(19) DAYTIME TELEPHONE NUMBER (include area code)

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN)

0008599706

(22) APPLICANT (TIN)

75-3105020

IF MORE BOXES ARE NEEDED, USE ADDITIONAL FCC 159-C CONTINUATION SHEETS TO LIST EACH SERVICE

SECTION CC - PAYMENT INFORMATION

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE

(25A) QUANTITY

(26A) FEE DUE FOR (PTC)

(27A) TOTAL FEE

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

FCC CODE 1

(29B) FCC CODE 2

(23C) CALL SIGN/OTHER ID

(24C) PAYMENT TYPE CODE

(25C) QUANTITY

(26C) FEE DUE FOR (PTC)

(27C) TOTAL FEE

FCC USE ONLY

(28C) FCC CODE 1

(29C) FCC CODE 2

(23D) CALL SIGN/OTHER ID

(24D) PAYMENT TYPE CODE

(25D) QUANTITY

(26D) FEE DUE FOR (PTC)

(27D) TOTAL FEE

FCC USE ONLY

(28D) FCC CODE 1

(29D) FCC CODE 2

(23E) CALL SIGN/OTHER ID

(24E) PAYMENT TYPE CODE

(25E) QUANTITY

(26E) FEE DUE FOR (PTC)

(27E) TOTAL FEE

FCC USE ONLY

(28E) FCC CODE 1

(29E) FCC CODE 2

(23F) CALL SIGN/OTHER ID

(24F) PAYMENT TYPE CODE

(25F) QUANTITY

(26F) FEE DUE FOR (PTC)

(27F) TOTAL FEE

FCC USE ONLY

(28F) FCC CODE 1

(29F) FCC CODE 2

FCC FORM 159-C

FEBRUARY 2000 (REVISED)

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of)
)
BROADWING)
TELECOMMUNICATIONS INC.)
AND BROADWING)
COMMUNICATIONS SERVICES)
INC)
Transferors)
)
and)
)
C III COMMUNICATIONS)
OPERATIONS, LLC)
Transferee)
)
Joint Application for Streamlined Approval)
of the Transfer of Assets Pursuant to)
Domestic Section 214 Authority)

File No. _____

**JOINT APPLICATION FOR STREAMLINED APPROVAL OF THE
TRANSFER OF ASSETS PURSUANT TO DOMESTIC SECTION 214 AUTHORITY**

Broadwing Telecommunications Inc. (Broadwing-TI"), Broadwing
Communications Services Inc. ("Broadwing-CSI") and C III Communications Operations. LLC
("C III Ops"), through *their* attorneys, hereby submit this Joint Application for approval by the
Federal Communications Commission ('Commission') of the transfer of assets from Broadwing-
TI and Broadwing-CSI to C III Ops, pursuant to Section 214 of the Communications Act of
1934, as amended, 47 U.S.C. § 214, and Part 63 of the Commission's Rules, 47 C.F.R. § 63.
Specifically, this Application *is filed* pursuant to the streamlined procedures of Commission Rule

63.03(b)(2)(i). Broadwing-TI, Broadwing-CSI and C III Ops are sometimes referred to herein as "the Applicants".

Broadwing-TI, a Delaware corporation, is a wholly-owned subsidiary of Broadwing-CSI, a Delaware corporation. Broadwing-CSI is a wholly-owned subsidiary of Broadwing Communications Inc., a Delaware corporation, which in turn is a wholly owned subsidiary of Broadwing Inc., an Ohio Corporation. Broadwing-TI and Broadwing-CSI are currently authorized to provide long distance services in all 48 contiguous states. Further, both companies are authorized by the Commission to provide international telecommunications services pursuant to Section 214 of the Communications Act and Commission's Rules.

C III Ops is a Delaware limited liability company that is wholly owned by C III Communications, LLC ("C III"), which is a privately held Delaware limited liability compaay. Corvis Corporation ("Corvis"), a Delaware corporation, is the majoriry and controlling owner of C III. Cequel III LLC. ("Cequel III"), a Delaware limited liability company, is a minority owner of C III and, after the proposed asset transfer, would control less than one percent of the voting interest of C III. Upon closing of the proposed transaction, Broadwing Inc. will have a minority (less than 3 percent) non-voting interest in C III. C III Ops is in the process of obtaining authorizations to provide long distance services throughout the United States. C III Ops is also seeking international authority under Section 214 of the Communications Act and Commission's Rules.

On February 22, 2003, the Applicants entered into an Agreement for the Purchase and Sale of Assets ("Agreement") pursuant to which Broadwing-CSI would sell to C III its entire broadband business, which includes interstate and intrastate long distance and private line services. C III, through its wholly-owned subsidiary, C III Ops would continue to provide

'Broadwing." In addition, C III Ops would retain all of Broadwing-CSI's employees. The proposed transaction must be structured as an asset sale, rather than a transfer of control because

By granting this application, the Commission will serve the public interest. convenience, and necessity by ensuring continuity of service to Broadwing-CSI's and Broadwing-TI's customers. Further, with the enhanced financial resources contributed by CoMs and Cequel III, the company will be in a better position to provide services to customers, thereby promoting competition in the domestic interexchange service markets.

According to the FCC's fee schedule, Fee Code CUT, a check in the amount of 9860.00 is attached.

In support of this Joint Application, the following information is submitted as required by Section 63.04 of the Commission's Rules:

- (1) The names, addresses and telephone numbers of the Applicants are:

Broadwing Telecommunications Inc. and
Broadwing Communications Services Inc.
1122 Capital of Texas Highway South
Austin, Texas 78746-6426
Telephone: (512)231-5100

C III Communications Options, LLC
701 Pennsylvania Avenue, NW
Suite 900
Attn: Robert E. Stup, Jr.
Washington, D.C. 20004-2608
Telephone: (202)661-8711

(2) Broadwing-TI and Broadwing-CSI are incorporated under the laws of the State of Delaware. C III Ops is a Delaware limited liability company. The Applicants are in good standing under the laws of Delaware.

(3) Correspondence concerning this Application should be addressed to

Broadwing Companies' Attorney:

James E. Magee, Esq.
The Magee Law Firm, PLLC
1111 19th Street, NW
Suite 1200
Washington, D.C. 20036
Telephone: (202) 429-0004
Facsimile: (202) 429-8743
E-mail: jmagee@mageelawfirm.com

C III Ops' Attorney:

Robert E. Stup, Esq.
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
701 Pennsylvania Avenue, NW
Washington, D.C. 20004-2608
Telephone: (202) 661-8711
Facsimile: (202) 434-7400
E-mail: restup@mintz.com

(4) As previously stated C III Ops is wholly owned by C III. Corvis is the majority and controlling owner of C III. Corvis, a Delaware corporation, is a publicly-traded company with its primary place of business at 7015 Albert Einstein Drive, Columbia, Maryland 21046. Dr. David R. Huber, who controls 24.8 percent of Corvis, is the only 10 percent or greater shareholder of Corvis. Dr. Huber is a United States citizen and his address is 7015 Albert Einstein Drive, Columbia, Maryland 21046. Cequel III, a Delaware limited liability company, is a minority owner of C III and, after the proposed asset transfer, would control less than one percent of the voting interest of C III. Cequel III is located at the same address as C III Ops listed above.

Broadwing-TI is a wholly-owned subsidiary of Broadwing-CSI. Broadwing-CSI is a wholly-owned subsidiary of Broadwing Communications Inc., a Delaware corporation, which in turn is a wholly owned subsidiary of Broadwing Inc, an Ohio corporation. Broadwing Inc. is a publicly traded company. Broadwing Communications Inc. is located at the same address listed above for Broadwing-TI and Broadwing-CSI. Broadwing Inc. is located at 201 East 4th Street, Cincinnati, Ohio 45202. Legg Mason, Inc., a Maryland corporation, located at 100 Light Street, Baltimore, Maryland 21202 owns 15.11% of Broadwing Inc. Legg Mason is the only 10% or greater shareholder of Broadwing Inc.

(5) The applicants certify that no party to this Joint Application, as defined in 47 C.F.R. § 1.2002(b), is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(6) As stated above, on February 22, 2003, the Applicants entered into the Agreement pursuant to which Broadwing-CSI would sell to C III its entire broadband business, which includes interstate and intrastate long distance and private line services. C III, through its wholly-owned subsidiary, C III Ops would continue to provide services to all of Broadwing-CSI's and Broadwing TI's existing customers under the trade name 'Broadwing.' In addition, C III Ops would retain all of Broadwing-CSI's employees. The proposed transaction must be structured as an asset sale, rather than a transfer of control because of federal and state income tax implications. As a result, substantially all of the assets of Broadwing-CSI, including all of the assets and customers of Broadwing-TI, will be transferred to C III Ops.

(7) Broadwing-TI and Broadwing-CSI provide intrastate and interstate long distance services in all 48 contiguous states. Broadwing-CSI is authorized to provide facilities-based services in a majority of states, and operates as a wholesale provider of services to other carriers.

BTI is authorized to provide resold long distance services. C III Ops is in the process of becoming certified to provide similar services throughout the United States so that it may take over Broadwing-CSI's network, and Broadwing-CSI's and Broadwing-TI's existing customers.

(8) **Broadwing-TI and Broadwing-CSI are both non-dominant carriers. Thus the proposed transfer of assets will result in C III Ops being a non-dominant carrier having less than ten (10) percent of the domestic interexchange market share.**

(9) **Broadwing-TI and Broadwing-CSI will file separate applications under Commission Rule 63.71 requesting permission to withdraw from certain long distance markets. C III Ops has filed an application with the Commission seeking International Section 214 authority. C III Ops will also file a letter with the Commission, pursuant to Commission Rule 64.1120(e)(1) under CC Docket No. 00-257, notifying the Commission of the customers being transferred to C III Ops pursuant to the Agreement. C III Ops understands that it is not required to file a similar letter for the transfer of Broadwing-CSI's customers because Broadwing-CSI does not serve end-user customers, but serves as a wholesale provider of service to other carriers. These carriers, however, are also being notified and transferred pursuant to the terms and conditions of their individual service agreements with Broadwing-CSI.**

(10) **Broadwing-TI and Broadwing-CSI are not facing imminent business failure at this time. Nevertheless, as previously mentioned, Broadwing-TI and Broadwing-CSI do plan to withdraw from the long distance market. Thus, there is an urgent need to complete this transaction as quickly as possible.**

(11) **Not applicable. The Applicants are not filing any separate waiver requests in conjunction with this transaction.**

(12) **Commission approval of this Joint Application will serve the public interest,**

convenience and necessity by ensuring continuity of service to Broadwing-CSI's and Broadwing-TT's customers. While the proposed transaction is an asset sale, it would be virtually seamless and transparent to current customers because there would be no change in the name of the providing Carrier; no substantial change in format or appearance of customer bills; no change in terms conditions and price; and no change in customer service. Further, with the enhanced financial resources contributed by Corvis and Cequel III to the business, C III Ops will be in a better financial position to provide service, thereby promoting Competition in the domestic interexchange services market.

Verifications of the Applicants are attached hereto.

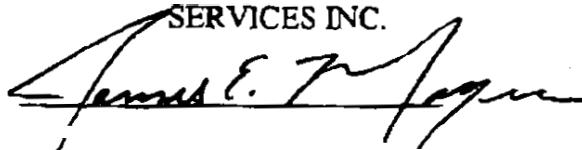
CONCLUSION

Applicants respectfully request that this application for the transfer of assets from Broadwing-TI and Broadwing-CSI to C III Ops be accepted for streamlined processing and that it be granted by the Commission.

Respectfully submitted,

BROADWING TELECOMMUNICATIONS INC
And BROADWING COMMUNICATIONS
SERVICES INC.

By:

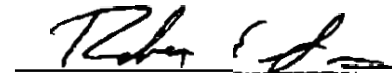


James E. Magee
The Magee Law Firm, PLLC
Suite 1200
1111 19th Street, NW
Washington, D.C. 20036

Attorney for Broadwing Telecommunications Inc. and
Broadwing Communications Services Inc.

C III COMMUNICATIONS OPERATIONS, LLC

By:



Robert E. Stup, Jr.
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
701 Pennsylvania Avenue, NW
Washington, D.C. 20004-2608

Attorney for C III Communications Operations, LLC


March 14, 2003

VERIFICATION OF TRANSFEROR APPLICANTS

On behalf of Broadwing Telecommunications Inc. ("Broadwing-TI") and
Broadwing Communications Services Inc. (Broadwing-CSI), and pursuant to Section 1.2001-
1.2003 of the Commission's Rules, 47 C.F.R. §§ 1.2001-1.2003, I hereby certify that neither
Broadwing-TI, Broadwing CSI nor any party to this application is subject to a denial of Federal
benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of
1988, 21 U.S.C. § 853(a).

I also certify that the statements made in the foregoing application for the transfer
of assets pursuant to domestic Section 214 authority are true, complete, and correct to the best of
my current knowledge and are made in good faith

**BROADWING TELECOMMUNICATIONS INC.
and BROADWING COMMUNICATIONS
SERVICES INC.**

By: 
Kevin W. Mooney
Chief Executive Officer

Date: March 14, 2003


7978.1

VERIFICATION OF TRANSFEREE APPLICANT

On behalf of C III Communications Operations, LLC ("CIII Ops"), and pursuant to Section 1.2001-1.2003 of the Commission's Rules, 47 C.F.R. §§ 1.2001-1.2003, I hereby certify that neither C III Ops nor any party to this application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. 21 U.S.C. § 853(a).

I also certify that the statements made in the foregoing application for the transfer of assets pursuant to domestic Section 214 authority are true, complete, and correct to the best of my current knowledge and are made in good faith

C III COMMUNICATIONS OPERATIONS, LLC

By: 
Lynn D. Anderson
Vice President

March 13, 2003